



Date: 07.09.2022

To,
The Listing Department
National Stock Exchange of India Ltd.
Exchange Plaza, C-1, Block G,
Bandra Kurla Complex,
Bandra (E)
Mumbai – 400 051.

Symbol: BTML

Sub: Voting Results under Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Dear Sir(s),

Pursuant to the Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are hereby enclosing voting results in the prescribed format along with Scrutinizers report dated September 7, 2022 and wish to state that the resolutions stated in the Notice of Postal Ballot dated August 4, 2022 have been duly passed with requisite majority.

The above is for your information and records please.

Thanking you.

Yours faithfully

For BODHI TREE MULTIMEDIA LIMITED

Mautik
Ajit Tolia

Digitally signed
by Mautik Ajit
Tolia
Date: 2022.09.07
13:30:17 +05'30'

MAUTIK AJIT TOLIA
MANAGING DIRECTOR
DIN: 06586383



BODHI TREE MULTIMEDIA LIMITED

507, 5th Floor, Reliable Business Center Commercial Premises Co Op Soc Ltd, Anand Nagar, Opp Heera Panna Shopping Center, Oshiwara, Jogeshwari (W), Mumbai- 400102 Tel.: 022 40101293 Email: info@bodhitreemultimedia.com www.bodhitreemultimedia.com
CIN: U22211MH2013PLC245208



SCRUTINIZER'S REPORT

ON POSTAL BALLOT (E-VOTING) OF BODHI TREE MULTIMEDIA LIMITED

[Pursuant to Section 108 and 110 of the Companies Act, 2013 and Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 and in term of Chapter IX of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018]

To,
The Chairman & Managing Director
BODHI TREE MULTIMEDIA LIMITED
507, Reliable Business Centre,
Jogeshwari (West),
Mumbai-400102.

Sub: Report of Scrutinizer on Postal Ballot process conducted through Remote E-voting pursuant to the provisions of Sections 108 and 110 of the Companies Act, 2013 ('the Act') read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 and MCA circulars (mentioned herein below) in respect of passing of the resolution contained in the Postal Ballot Notice dated August 4, 2022.

Dear Sir,

I, Jaymin Modi, Practicing Company Secretary having office at A/302, Om Mahavir CHSL, Navghar Cross S.V Road, Bhayander (East). Thane, was appointed as a Scrutinizer by the Board of Directors of BODHI TREE MULTIMEDIA LIMITED ('the Company') dated August 4, 2022 for the purpose of scrutinizing the remote e-voting by the Members of the Company which was proposed through Postal Ballot notice dated August 4, 2022 ('Notice').

In view of COVID-19 pandemic, the Ministry of Corporate Affairs ('MCA') has prescribed guidelines for holding general meetings/conducting postal ballot process through e-voting vide its General Circular Nos. 14/2020, 17 /2020,22/2020, 33/2020 and 39/2020dated April 8, 2020, April 13,2020,June 15, 2020, September 28, 2020 and December 31, 2020,and General Circular No. 10/2021 dated 234 June, 2021 respectively ('MCA Circulars') and in compliance with the applicable provisions of the Act and Regulation 44 of the Securities And Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015('Listing Regulations'), for the time being in force (including any statutory modification(s) or re-enactments thereof), the resolution as stated in the Postal Ballot Notice was put before the Member(s) of the Company for Voting through remote e-voting by electronic means. The Voting was allowed by remote e-voting only and no physical postal ballot forms were dispatched to the members, in terms of applicable provisions.

The compliance with the provisions of the Companies Act, 2013 and the Rules made there under relating to voting through electronic means, by the members on the Resolution proposed in the Postal Ballot Notice dated August 4, 2022, is the responsibility of management. My responsibility as a scrutinizer is to ensure that the voting process, through remote e-voting, is conducted in a fair and transparent manner and render scrutinizer's report of the total votes cast 'in favour or against', if any, to the Chairman or any other authorized personnel of the Company, on the resolution, based on the reports generated from the remote e-voting system of NSDL the authorized agency, to provide remote e-voting facilities and engaged by the Company for that purpose.

I hereby report as under:



1. The Company appointed/engaged NSDL, the authorised agency, as the service provider for providing facility of remote e-voting to the members of the Company.
2. The Postal Ballot Notice was sent only through electronic mode to all the members whose e-mail addresses are registered with the Company or with the Depositories/Depository Participants.
3. As prescribed in clause (v) of sub rule 4 of Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company has published an advertisement on August 8, 2022 about the dispatch of Notice through electronic mode only in 'Active Times' in English and 'Mumbai Lakshadweep' in Marathi.
4. The Company dispatched the Notice by email on August 6, 2022 to members whose names were recorded in the Register of Members or in the Register of Beneficial Owners maintained in the Depositories as on the cut-off date i.e. July 29, 2022.
5. The voting through remote e-voting facility commenced on August 8, 2022 at 09:00 A.M. (IST) and concluded on September 6, 2022 at 05:00 P.M. (IST), being the last date for remote e-voting. The remote e-voting during this period was considered for my scrutiny.
6. Pursuant to Rule 20 of Companies (Management & Administration) Rules, 2014, the remote E-Voting on NSDL Website was unblocked by me on September 7, 2022 at 10.00 AM. (IST) in the presence of two independent witnesses who are not in employment of the Company.
7. The results of voting are as under:

a) Special Resolution

TO INCREASE IN AUTHORIZED SHARE CAPITAL OF THE COMPANY AND CONSEQUENT ALTERATION IN CAPITAL CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY:

Particulars	No of Member	No of Votes
Total E-voting Received	14	892196

Mode	Voted in Favour			Voted Against		
	Members	Votes	Voting %	Members	Votes	Voting %
E-Voting	14	892196	100	0	0	0

Based on the above results, the Special Resolution in Item No. 1 mentioned herein above proposed to the Members of Bodhi Tree Multimedia Limited stands passed as Special Resolution with requisite majority on September 7, 2022.

b) Ordinary Resolution

TO ISSUE OF BONUS SHARES:



Particulars	No of Member	No of Votes
Total E-voting Received	14	892196

Mode	Voted in Favour			Voted Against		
	Members	Votes	Voting %	Members	Votes	Voting %
E-Voting	14	892196	100	0	0	0

Based on the above results, the Ordinary Resolution in Item No. 2 mentioned herein above proposed to the Members of Bodhi Tree Multimedia Limited stands passed as Ordinary Resolution with requisite majority on September 7, 2022.

c) Special Resolution

1. TO MIGRATION OF LISTING / TRADING OF EQUITY SHARES OF THE COMPANY FROM NSE EMERGE PLATFORM OF NATIONAL STOCK EXCHANGE OF INDIA LIMITED (NSE) TO MAIN BOARD OF NATIONAL STOCK EXCHANGE OF INDIA LIMITED AS WELL AS ON MAIN BOARD OF BSE LTD:

Particulars	No of Member	No of Votes
Total E-voting Received	13	37201

Mode	Voted in Favour			Voted Against		
	Members	Votes	Voting %	Members	Votes	Voting %
E-Voting	13	37201	100	0	0	0

**Please note that no votes have been cast by Promoter / Promoter Group and votes cast by only public shareholders have been considered for the results of e-voting for the resolution in accordance with the regulation 277 of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.*

Based on the above results, the Special Resolution in Item No. 3 to approve the Migration of Listing/Trading of Equity Shares of the Company From National Stock Exchange Of India Limited (NSE EMERGE) To Main Board of National Stock Exchange of India Limited (NSE) As Well As On Main Board of BSE Ltd has been passed with requisite majority. This is to further mention that the votes cast by shareholders other than promoters in favor of the resolution are more than two times the number of votes cast by shareholders other than promoter shareholders against the resolution.



We also certify that:

- 1: Special Resolution

To Increase In Authorized Share Capital Of The Company And Consequent Alteration In Capital Clause Of The Memorandum Of Association Of The Company.

Resolution required: (Ordinary / Special)				Special					
Whether promoter/promoter group are interested in the agenda/resolution?				No					
Description of resolution considered				To Increase In Authorized Share Capital Of The Company And Consequent Alteration In Capital Clause Of The Memorandum Of Association Of The Company.					
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled	Invalid Votes
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	(6)
Promoter and Promoter Group	E-Voting	885195	854995	96.5883	854995	0	100.0000	0.0000	0
	Poll		0	0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0	0
	Total	885195	854995	96.5883	854995	0	100.0000	0.0000	0
Public-Institutions	E-Voting	0	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0	0
	Total	0	0	0	0	0	0	0	0
Public-Non Institutions	E-Voting	1614005	37201	2.3049	37201	0	100.0000	0.0000	0
	Poll		0	0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0	0
	Total	1614005	37201	2.3049	37201	0	100.0000	0.0000	0
Total		249920	892196	35.6993	892196	0	100.0000	0.0000	0

Based on the above facts, the Special Resolution for the following purpose



To approve increase in authorized share capital of the company and consequent alteration in capital clause of the memorandum of association of the company has been passed with requisite majority.

• 2: Ordinary Resolution

To Issue of Bonus Shares

Resolution required: (Ordinary / Special)				Ordinary					
Whether promoter/promoter group are interested in the agenda/resolution?				No					
Description of resolution considered				To Issue Of Bonus Shares					
Categ ory	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstan ding shares	No. of votes – in favour	No. of vot es – aga inst	% of votes in favour on votes polled	% of Votes against on votes polled	Inv alid Vot es
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	(8)
Promo ter and Promo ter Group	E-Voting	885195	854995	96.5883	854995	0	100.0000	0.0000	0
	Poll		0	0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0	0
	Total	885195	854995	96.5883	854995	0	100.0000	0.0000	0
Public- Institu tions	E-Voting	0	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0	0
	Total	0	0	0	0	0	0	0	0
Public- Non Institu tions	E-Voting	1614005	37201	2.3049	37201	0	100.0000	0.0000	0
	Poll		0	0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0	0
	Total	1614005	37201	2.3049	37201	0	100.0000	0.0000	0
	Total	249920	892196	35.6993	892196	0	100.0000	0.0000	0

Based on the above facts, the Ordinary Resolution for the following purpose

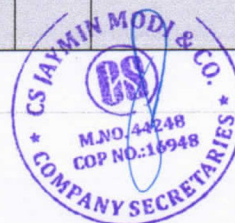
To Issue of Bonus Shares has been passed with requisite majority.



• 3: Special Resolutions

To Migration Of Listing / Trading Of Equity Shares Of The Company From NSE Emerge Platform Of National Stock Exchange Of India Limited (NSE) To Main Board Of National Stock Exchange Of India Limited As Well As On Main Board Of BSE Ltd:

Resolution required: (Ordinary / Special)				Special					
Whether promoter/promoter group are interested in the agenda/resolution?				No					
Description of resolution considered				To Migration Of Listing / Trading Of Equity Shares Of The Company From NSE Emerge Platform Of National Stock Exchange Of India Limited (NSE) To Main Board Of National Stock Exchange Of India Limited As Well As On Main Board Of BSE Ltd.					
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes = in favour	No. of votes - against	% of votes in favour on votes polled	% of Votes against on votes polled	Invalid Votes
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	(8)
Promoter and Promoter Group	E-Voting	885195	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0	0
	Total	885195	0	0	0	0	0	0	0
Public-Institutions	E-Voting	0	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0	0
	Total	0	0	0	0	0	0	0	0
Public-Non Institutions	E-Voting	1614005	37201	2.3049	37201	0	100.0000	0.0000	0
	Poll		0	0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0	0
	Total	1614005	37201	2.3049	37201	0	100.0000	0.0000	0
	Total	249920	37201	1.4885	37201	0	100.0000	0.0000	0



***Please note that votes cast by Promoter / Promoter Group have not been considered in this report and votes cast by only public shareholders have been considered for the results of e-voting for the resolution in accordance with the regulation 277 of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.**

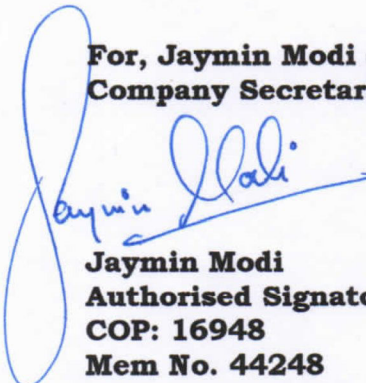
Based on the above facts, the Special Resolution for the following purpose

To Migration Of Listing / Trading Of Equity Shares Of The Company From NSE Emerge Platform Of National Stock Exchange Of India Limited (NSE) To Main Board Of National Stock Exchange Of India Limited As Well As On Main Board Of BSE Ltd has been passed with requisite majority. This is to further mention that the votes cast by shareholders other than promoters in favour of the resolution are more than two times the number of votes cast by shareholders other than promoter shareholders against the resolution.

The Chairman/ Authorised representative may accordingly declare the result of voting through remote E-voting facility in respect of Resolution's mentioned in the Notice.

All relevant records in relation to the postal ballot voting including voting by electronic means are kept in my custody and shall be handed over to the management of the Company.

**For, Jaymin Modi & Co.
Company Secretaries**


**Jaymin Modi
Authorised Signatory
COP: 16948
Mem No. 44248
PRC: 2146/2022
UDIN: A044248D000932146**



**Place: Mumbai
Date: 07.09.2022**